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UNITED STATES
BANKRUPTCY COURT
PATRICIA GRAY
CLERK

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ENTERED DEC 07 2001

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA**

In re:

NATIONAL AIRLINES, INC., a Delaware
corporation,

Debtor.

In Proceedings under Chapter 11

Case No. 00-19258-LBR

Date of Hearing: December 4, 2001

Time of Hearing: 9:30 a.m.

**ORDER: (A) ESTABLISHING PROCEDURES FOR SOLICITING AND
TABULATING VOTES ON THE PLAN OF REORGANIZATION;
(B) APPROVING FORM OF BALLOTS; AND
(C) APPROVING NOTICE AND PUBLICATION PROCEDURES**

THIS MATTER is before the Court pursuant to the request of National Airlines, Inc.,
debtor and debtor-in-possession in the above captioned Chapter 11 case ("National" or the
"Debtor") for an Order pursuant to Section 1125 of the Bankruptcy Code and Rule 3017 of the

795

Federal Rules of Bankruptcy Procedure: (A) establishing procedures for soliciting and tabulating votes to accept or reject the "First Amended Plan of Reorganization of the Debtor under Chapter 11 of the Bankruptcy Code," dated December 4, 2001 (as amended, modified or otherwise supplemented from time to time, the "Plan"); (B) approving the form of ballots; and (C) approving notice and publication procedures. The Court having considered the arguments and representations of counsel present at the hearings on December 3, 2001 and December 4, 2001 (the "Hearing") and other good cause appearing therefor,

IT IS HEREBY ORDERED as follows:

1. The form of the ballots attached hereto as Exhibits A (Class 4), B (Class 5), C (Class 6A), D (Class 6B), E (Class 6C), F (Class 7), G (Class 8) and H (Class 9) (collectively, the "Ballots") are sufficiently consistent with Official Form No. 14, adequately address the particular needs of this Chapter 11 case, and are appropriate for each class of claims entitled to vote on the Plan and are hereby approved.
2. Ballots need not be provided to the following classes because they are not entitled to vote to accept or reject the Plan under Bankruptcy Code § 1126(f): Class 1, Class 2 and Class 3. Solicitation of these classes shall not be required.
3. The holders of Claims in Class 10 shall not receive or retain any property under the Plan and are, therefore, deemed to have rejected the Plan under Bankruptcy Code § 1126(g). Solicitation of these classes shall not be required.
4. The Holders of Claims against the Debtor as of December 4, 2001 (the "Record Date") shall be entitled to vote on the Plan. Any person or entity who did not hold a Claims as of the Record Date shall not be entitled to vote on the Plan.

5. In order to be counted as votes to accept or reject the Plan, all Ballots must be properly executed, completed and received by no later than **December 27, 2001** by the Debtor's Voting Agent, at the address provided on the Ballots, by: (a) first-class mail, in the return envelope provided with each Ballot; (b) by overnight courier; (c) facsimile; or (d) by personal delivery (the "Voting Deadline").

6. Each claim within a class of claims entitled to vote to accept or reject the Plan shall be temporarily allowed in an amount equal to the lesser of: (a) the amount of such claim as set forth in the schedules of assets and liabilities filed by the Debtor on the Petition Date, as required by Bankruptcy Code § 521, and all amendments thereto (the "Schedules"); and (b) the amount of such claim as set forth in a timely-filed proof of claim. The foregoing general procedure shall be subject to the following exceptions:

- a. If a claim is deemed allowed in accordance with the Plan, such claim shall be temporarily allowed for voting purposes in the deemed allowed amount;
- b. If the Debtor and a holder of a claim have agreed to allow such holder's claim in a particular amount for voting purposes only and have filed with the Court a stipulation memorializing such agreement by the Voting Deadline, such claim shall be temporarily allowed for voting purposes only in the stipulated amount, provided that:
 - (i) no claim is to be temporarily allowed for voting purposes in accordance with this provision unless the Court shall have approved of such stipulation on notice to the parties listed on the Official Service List; but
 - (ii) the Court shall approve, without conducting a hearing, any such stipulation duly executed, filed with the Court, and served on the parties listed on the Official Service List not objected to by the Voting Deadline;
- c. If a claim for which a proof of claim has been timely filed is marked as contingent, unliquidated, or disputed on its face, or the claim for which a proof of claim has been timely filed is listed as contingent, unliquidated, or disputed on the Schedules, either in

whole or in part, such claim shall be and hereby is temporarily allowed for voting purposes at the lesser amount of:

- (1) the amount stated in the proof of claim, irrespective of any designation as contingent, unliquidated, or disputed;
 - (2) the amount stated for such claim in the Schedules, irrespective of any designation as contingent, unliquidated, or disputed;
 - (3) an amount set forth in a stipulation, approved by an order of the Court, between the holder of such claim and the Debtor;
- d. If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim shall be temporarily allowed in the amount so estimated or allowed by the Court;
- e. If a claim has been made subject to a pending objection by the Debtor or any other party-in-interest under Bankruptcy Code § 502(a) and Bankruptcy Rule 3007, where such objection remains unresolved as of the Voting Deadline, such claim shall be temporarily disallowed for voting purposes under the Plan, except to the extent the Court orders otherwise as of the date set for the Confirmation Hearing; and
- f. If a claim is listed in the Schedules as contingent, unliquidated, or disputed and a proof of claim was not timely filed, such claim shall be temporarily disallowed for voting purposes under the Plan.

7. If the Debtor or the Committee seek to object to the allowance of a Claim for voting purposes, such objection shall be filed by **December 12, 2001**.

8. It is further ordered that: (a) whenever a creditor casts more than one Ballot voting the same claim before the Voting Deadline, the last Ballot received before the Voting Deadline shall be deemed to reflect the voter's intent and thus to supersede any prior Ballots unless otherwise ordered by the Court; and (b) creditors shall be required to vote all of their claims within a particular class under the Plan either to accept or reject the Plan and shall not be permitted to split their vote, and thus, a Ballot that partially rejects and partially accepts the Plan shall not be counted.

9. Objections to confirmation of the Plan shall be: (a) in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection or proposed modification to the Plan; (d) be filed, together with proof of service with the Court (with a copy to chambers); and (e) served so that they are received no later than 4:00 p.m., PST, **December 27, 2001** by the Court, counsel for the Debtor, and counsel for the Unsecured Creditors' Committee as follows:

Counsel for the Debtor:

Craig D. Hansen
SQUIRE, SANDERS & DEMPSEY L.L.P.
Two Renaissance Square
40 North Central Avenue, Suite 2700
Phoenix, Arizona 85004-4498
Telephone: (602) 528-4000
Facsimile: (602) 253-8129

Laurence M. Frazen, Esq.
BRYAN CAVE, LLP
1200 Main Street, Suite 3500
Kansas City, Missouri 64105-3200
Telephone: (816) 374-3200
Facsimile: (816) 374-3300


James Shea, Esq. (NV Bar No. 0405)
SHEA & CARLYON, LTD
233 South Fourth Street, Suite 200
Las Vegas, Nevada 89101
Telephone: (702) 471-7432
Facsimile: (702) 471-0441

Counsel for the Unsecured Creditors' Committee:

Blaine Bates
HAYNES & BOONE, LLP
1000 Louisiana Street, Suite 4300
Houston, Texas 77002-5012
Telephone: (713) 547-2000
Facsimile: (713) 547-2600

10. The Debtor shall provide to all creditors and equity interest holders a copy of the notice, substantially in the form attached to hereto as Exhibit I, setting forth: (a) the Voting Deadline for the submission of Ballots to accept or reject the Plan, (b) the time fixed for filing objections to confirmation of the Plan, and (c) the time, date, and place of the Confirmation Hearing (the "Confirmation Hearing Notice").

DATED this 6 day of December, 2001



Honorable Linda B. Riegler,
United States Bankruptcy Judge

SUBMITTED BY:


SHEA & CARLYON, LTD.

JAMES PATRICK SHEA, ESQ.
Nevada Bar No. 000405
233 S. Fourth Street, #200
Las Vegas, NV 89101

EXHIBIT “A”

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA

In re

NATIONAL AIRLINES, INC., a Delaware corporation,
Debtor.

Case No. 00-19258-LBR

**BALLOT FOR ACCEPTING OR REJECTING
PLAN OF REORGANIZATION**

CLASS 4: GC CLAIMS

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN IS
4:00 PM, PST, DECEMBER 27, 2001**

NATIONAL AIRLINES, INC., debtor and debtor-in-possession in the above-captioned case, filed with the Bankruptcy Court its "First Amended Plan of Reorganization of the Debtor Under Chapter 11 of the Bankruptcy Code," dated as of December 4, 2001 (as amended, modified or otherwise supplemented, the "Plan"). The Bankruptcy Court has approved a disclosure statement (the "Disclosure Statement") with respect to the Plan. The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. You should have received a copy of the Disclosure Statement with this Ballot, but if you do not have a Disclosure Statement, you may obtain a copy from Dial Reprographics, 330 South 3rd Street, Suite 910, Las Vegas, Nevada 89101, Phone: 702-388-9940. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. If you hold claims or equity interests in more than one class, then you should use appropriate Ballots for each class in which you are entitled to vote.

If your Ballot is not received by the Voting Agent at the address below on or before 4:00 p.m. Pacific Standard Time on December 27, 2001, and such deadline is not extended by order of the Bankruptcy Court, then your vote will not count as either an acceptance or rejection of the Plan. If the Plan is confirmed by the Bankruptcy Court, then it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Claim in Class 4, votes to:

(Check one box only)

☐ **Accept the Plan**

☐ **Reject the Plan**

Date: _____

Signature: _____

Print or type name: _____

PLEASE MAIL OR FAX YOUR BALLOT TO THE FOLLOWING VOTING AGENT PROMPTLY!

Fax:
National Airlines, Inc.
Attn: Shawn Shearer
(702) 944-2755

U.S. Mail, Overnight Delivery or Courier:
National Airlines, Inc.
Attn: Shawn Shearer
6020 Spencer Street
Las Vegas, Nevada 89119-2934

Questions regarding this Ballot or the voting procedures should be directed to Sean T. Cork, Esq. at (602) 528-4000.

EXHIBIT "B"

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA

In re

NATIONAL AIRLINES, INC., a Delaware corporation,
Debtor.

Case No. 00-19258-LBR

**BALLOT FOR ACCEPTING OR REJECTING
PLAN OF REORGANIZATION**

CLASS 5: GECC CLAIMS

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN IS
4:00 PM, PST, DECEMBER 27, 2001**

NATIONAL AIRLINES, INC., debtor and debtor-in-possession in the above-captioned case, filed with the Bankruptcy Court its "First Amended Plan of Reorganization of the Debtor Under Chapter 11 of the Bankruptcy Code," dated as of December 4, 2001 (as amended, modified or otherwise supplemented, the "Plan"). The Bankruptcy Court has approved a disclosure statement (the "Disclosure Statement") with respect to the Plan. The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. You should have received a copy of the Disclosure Statement with this Ballot, but if you do not have a Disclosure Statement, you may obtain a copy from Dial Reprographics, 330 South 3rd Street, Suite 910, Las Vegas, Nevada 89101, Phone: 702-388-9940. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. If you hold claims or equity interests in more than one class, then you should use appropriate Ballots for each class in which you are entitled to vote.

If your Ballot is not received by the Voting Agent at the address below on or before 4:00 p.m. Pacific Standard Time on December 27, 2001, and such deadline is not extended by order of the Bankruptcy Court, then your vote will not count as either an acceptance or rejection of the Plan. If the Plan is confirmed by the Bankruptcy Court, then it will be binding on you whether or not you vote.

If you wish to elect to receive the treatment described in Section 5.5.3 of the Plan (the "Cash Option"), then you must check the Cash Option box. The Cash Option is in lieu of the treatment afforded under Section 5.5.2 of the Plan.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Claim in Class 5, votes to:

☐ **Accept the Plan**

☐ **Reject the Plan**

☐ **Elect the Cash Option**

Date: _____

Signature: _____

Print or type name: _____

PLEASE MAIL OR FAX YOUR BALLOT TO THE FOLLOWING VOTING AGENT PROMPTLY!

Fax:
National Airlines, Inc.
Attn: Shawn Shearer
(702) 944-2755

U.S. Mail, Overnight Delivery or Courier:
National Airlines, Inc.
Attn: Shawn Shearer
6020 Spencer Street
Las Vegas, Nevada 89119-2934

Questions regarding this Ballot or the voting procedures should be directed to Sean T. Cork, Esq. at (602) 528-4000.

EXHIBIT “C”

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA

In re

NATIONAL AIRLINES, INC., a Delaware corporation,
Debtor.

Case No. 00-19258-LBR

**BALLOT FOR ACCEPTING OR REJECTING
PLAN OF REORGANIZATION**

CLASS 6A: HARRAH'S LOC CLAIMS

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN IS
4:00 PM, PST, DECEMBER 27, 2001**

NATIONAL AIRLINES, INC., debtor and debtor-in-possession in the above-captioned case, filed with the Bankruptcy Court its "First Amended Plan of Reorganization of the Debtor Under Chapter 11 of the Bankruptcy Code," dated as of December 4, 2001 (as amended, modified or otherwise supplemented, the "Plan"). The Bankruptcy Court has approved a disclosure statement (the "Disclosure Statement") with respect to the Plan. The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. You should have received a copy of the Disclosure Statement with this Ballot, but if you do not have a Disclosure Statement, you may obtain a copy from Dial Reprographics, 330 South 3rd Street, Suite 910, Las Vegas, Nevada 89101, Phone: 702-388-9940. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. If you hold claims or equity interests in more than one class, then you should use appropriate Ballots for each class in which you are entitled to vote.

If your Ballot is not received by the Voting Agent at the address below on or before 4:00 p.m. Pacific Standard Time on December 27, 2001, and such deadline is not extended by order of the Bankruptcy Court, then your vote will not count as either an acceptance or rejection of the Plan. If the Plan is confirmed by the Bankruptcy Court, then it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Claim in Class 6A, votes to:

(Check one box only)

☐ **Accept the Plan**

☐ **Reject the Plan**

Date: _____

Signature: _____

Print or type name: _____

PLEASE MAIL OR FAX YOUR BALLOT TO THE FOLLOWING VOTING AGENT PROMPTLY!

Fax:
National Airlines, Inc.
Attn: Shawn Shearer
(702) 944-2755

U.S. Mail, Overnight Delivery or Courier:
National Airlines, Inc.
Attn: Shawn Shearer
6020 Spencer Street
Las Vegas, Nevada 89119-2934

Questions regarding this Ballot or the voting procedures should be directed to Sean T. Cork, Esq. at (602) 528-4000.

EXHIBIT “D”

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA

In re

NATIONAL AIRLINES, INC., a Delaware corporation,

Debtor.

Case No. 00-19258-LBR

**BALLOT FOR ACCEPTING OR REJECTING
PLAN OF REORGANIZATION**

CLASS 6B: HARRAH'S CLAIMS

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN IS
4:00 PM, PST, DECEMBER 27, 2001**

NATIONAL AIRLINES, INC., debtor and debtor-in-possession in the above-captioned case, filed with the Bankruptcy Court its "First Amended Plan of Reorganization of the Debtor Under Chapter 11 of the Bankruptcy Code," dated as of December 4, 2001 (as amended, modified or otherwise supplemented, the "Plan"). The Bankruptcy Court has approved a disclosure statement (the "Disclosure Statement") with respect to the Plan. The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. You should have received a copy of the Disclosure Statement with this Ballot, but if you do not have a Disclosure Statement, you may obtain a copy from Dial Reprographics, 330 South 3rd Street, Suite 910, Las Vegas, Nevada 89101, Phone: 702-388-9940. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. If you hold claims or equity interests in more than one class, then you should use appropriate Ballots for each class in which you are entitled to vote.

If your Ballot is not received by the Voting Agent at the address below on or before 4:00 p.m. Pacific Standard Time on December 27, 2001, and such deadline is not extended by order of the Bankruptcy Court, then your vote will not count as either an acceptance or rejection of the Plan. If the Plan is confirmed by the Bankruptcy Court, then it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Claim in Class 6B, votes to:

(Check one box only)

☐ **Accept the Plan**

☐ **Reject the Plan**

Date: _____

Signature: _____

Print or type name: _____

PLEASE MAIL OR FAX YOUR BALLOT TO THE FOLLOWING VOTING AGENT PROMPTLY!

Fax:

National Airlines, Inc.
Attn: Shawn Shearer
(702) 944-2755

U.S. Mail, Overnight Delivery or Courier:

National Airlines, Inc.
Attn: Shawn Shearer
6020 Spencer Street
Las Vegas, Nevada 89119-2934

Questions regarding this Ballot or the voting procedures should be directed to Sean T. Cork, Esq. at (602) 528-4000.

EXHIBIT “E”

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA

In re

NATIONAL AIRLINES, INC., a Delaware corporation,
Debtor.

Case No. 00-19258-LBR

**BALLOT FOR ACCEPTING OR REJECTING
PLAN OF REORGANIZATION**

CLASS 6C: HARRAH'S NSB LOC CLAIMS

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN IS
4:00 PM, PST, DECEMBER 27, 2001**

NATIONAL AIRLINES, INC., debtor and debtor-in-possession in the above-captioned case, filed with the Bankruptcy Court its "First Amended Plan of Reorganization of the Debtor Under Chapter 11 of the Bankruptcy Code," dated as of December 4, 2001 (as amended, modified or otherwise supplemented, the "Plan"). The Bankruptcy Court has approved a disclosure statement (the "Disclosure Statement") with respect to the Plan. The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. You should have received a copy of the Disclosure Statement with this Ballot, but if you do not have a Disclosure Statement, you may obtain a copy from Dial Reprographics, 330 South 3rd Street, Suite 910, Las Vegas, Nevada 89101, Phone: 702-388-9940. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. If you hold claims or equity interests in more than one class, then you should use appropriate Ballots for each class in which you are entitled to vote.

If your Ballot is not received by the Voting Agent at the address below on or before 4:00 p.m. Pacific Standard Time on December 27, 2001, and such deadline is not extended by order of the Bankruptcy Court, then your vote will not count as either an acceptance or rejection of the Plan. If the Plan is confirmed by the Bankruptcy Court, then it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Claim in Class 6C, votes to:

(Check one box only)

☐ **Accept the Plan**

☐ **Reject the Plan**

Date: _____

Signature: _____

Print or type name: _____

PLEASE MAIL OR FAX YOUR BALLOT TO THE FOLLOWING VOTING AGENT PROMPTLY!

Fax:
National Airlines, Inc.
Attn: Shawn Shearer
(702) 944-2755

U.S. Mail, Overnight Delivery or Courier:
National Airlines, Inc.
Attn: Shawn Shearer
6020 Spencer Street
Las Vegas, Nevada 89119-2934

Questions regarding this Ballot or the voting procedures should be directed to Sean T. Cork, Esq. at (602) 528-4000.

EXHIBIT "F"

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA

In re

NATIONAL AIRLINES, INC., a Delaware corporation,
Debtor.

Case No. 00-19258-LBR

**BALLOT FOR ACCEPTING OR REJECTING
PLAN OF REORGANIZATION**

CLASS 7: MISCELLANEOUS SECURED CLAIMS

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN IS
4:00 PM, PST, DECEMBER 27, 2001**

NATIONAL AIRLINES, INC., debtor and debtor-in-possession in the above-captioned case, filed with the Bankruptcy Court its "First Amended Plan of Reorganization of the Debtor Under Chapter 11 of the Bankruptcy Code," dated as of December 4, 2001 (as amended, modified or otherwise supplemented, the "Plan"). The Bankruptcy Court has approved a disclosure statement (the "Disclosure Statement") with respect to the Plan. The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. You should have received a copy of the Disclosure Statement with this Ballot, but if you do not have a Disclosure Statement, you may obtain a copy from Dial Reprographics, 330 South 3rd Street, Suite 910, Las Vegas, Nevada 89101, Phone: 702-388-9940. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. If you hold claims or equity interests in more than one class, then you should use appropriate Ballots for each class in which you are entitled to vote.

If your Ballot is not received by the Voting Agent at the address below on or before 4:00 p.m. Pacific Standard Time on December 27, 2001, and such deadline is not extended by order of the Bankruptcy Court, then your vote will not count as either an acceptance or rejection of the Plan. If the Plan is confirmed by the Bankruptcy Court, then it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Claim in Class 7, votes to:

(Check one box only)

☐ **Accept the Plan**

☐ **Reject the Plan**

Date: _____

Signature: _____

Print or type name: _____

PLEASE MAIL OR FAX YOUR BALLOT TO THE FOLLOWING VOTING AGENT PROMPTLY!

Fax:
National Airlines, Inc.
Attn: Shawn Shearer
(702) 944-2755

U.S. Mail, Overnight Delivery or Courier:
National Airlines, Inc.
Attn: Shawn Shearer
6020 Spencer Street
Las Vegas, Nevada 89119-2934

Questions regarding this Ballot or the voting procedures should be directed to Sean T. Cork, Esq. at (602) 528-4000.

EXHIBIT "G"

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA

In re

NATIONAL AIRLINES, INC., a Delaware corporation,

Debtor.

Case No. 00-19258-LBR

**BALLOT FOR ACCEPTING OR REJECTING
PLAN OF REORGANIZATION**

CLASS 8: CONVENIENCE CLAIMS

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN IS
4:00 PM, PST, DECEMBER 27, 2001**

NATIONAL AIRLINES, INC., debtor and debtor-in-possession in the above-captioned case, filed with the Bankruptcy Court its "First Amended Plan of Reorganization of the Debtor Under Chapter 11 of the Bankruptcy Code," dated as of December 4, 2001 (as amended, modified or otherwise supplemented, the "Plan"). The Bankruptcy Court has approved a disclosure statement (the "Disclosure Statement") with respect to the Plan. The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. You should have received a copy of the Disclosure Statement with this Ballot, but if you do not have a Disclosure Statement, you may obtain a copy from Dial Reprographics, 330 South 3rd Street, Suite 910, Las Vegas, Nevada 89101, Phone: 702-388-9940. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. If you hold claims or equity interests in more than one class, then you should use appropriate Ballots for each class in which you are entitled to vote.

If your Ballot is not received by the Voting Agent at the address below on or before 4:00 p.m. Pacific Standard Time on December 27, 2001, and such deadline is not extended by order of the Bankruptcy Court, then your vote will not count as either an acceptance or rejection of the Plan. If the Plan is confirmed by the Bankruptcy Court, then it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Claim in Class 8, votes to:

(Check one box only)

☐ **Accept the Plan**

☐ **Reject the Plan**

Date: _____

Signature: _____

Print or type name: _____

PLEASE MAIL OR FAX YOUR BALLOT TO THE FOLLOWING VOTING AGENT PROMPTLY!

Fax:
National Airlines, Inc.
Attn: Shawn Shearer
(702) 944-2755

U.S. Mail, Overnight Delivery or Courier:
National Airlines, Inc.
Attn: Shawn Shearer
6020 Spencer Street
Las Vegas, Nevada 89119-2934

Questions regarding this Ballot or the voting procedures should be directed to Sean T. Cork, Esq. at (602) 528-4000.

EXHIBIT “H”

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA

In re

NATIONAL AIRLINES, INC., a Delaware corporation,
Debtor.

Case No. 00-19258-LBR

**BALLOT FOR ACCEPTING OR REJECTING
PLAN OF REORGANIZATION**

CLASS 9: GENERAL UNSECURED CLAIMS

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN IS
4:00 PM, PST, DECEMBER 27, 2001**

NATIONAL AIRLINES, INC., debtor and debtor-in-possession in the above-captioned case, filed with the Bankruptcy Court its "First Amended Plan of Reorganization of the Debtor Under Chapter 11 of the Bankruptcy Code," dated as of December 4, 2001 (as amended, modified or otherwise supplemented, the "Plan"). The Bankruptcy Court has approved a disclosure statement (the "Disclosure Statement") with respect to the Plan. The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. You should have received a copy of the Disclosure Statement with this Ballot, but if you do not have a Disclosure Statement, you may obtain a copy from Dial Reprographics, 330 South 3rd Street, Suite 910, Las Vegas, Nevada 89101, Phone: 702-388-9940. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. If you hold claims or equity interests in more than one class, then you should use appropriate Ballots for each class in which you are entitled to vote.

If your Ballot is not received by the Voting Agent at the address below on or before 4:00 p.m. Standard Pacific Time on December 27, 2001, and such deadline is not extended by order of the Bankruptcy Court, then your vote will not count as either an acceptance or rejection of the Plan. If the Plan is confirmed by the Bankruptcy Court, then it will be binding on you whether or not you vote.

If you wish to elect the Convenience Class Option, then you may check the Convenience Class Option box. If you elect the Convenience Class Option, then you will also be deemed to have accepted the Plan. The Convenience Class Option operates as follows: each unsecured creditor holding Allowed Claims in excess of \$2,500 and who is classified in Class 9 under the Plan is eligible to elect to reduce such Allowed Claim to \$2,500 and receive in cash the lesser of: (a) the amount of such Allowed Claim; or (b) such holder's Pro Rata share of \$350,000 on account of such Allowed Claim. If your Allowed Claim is less than \$2,500, then you will automatically be treated as a holder of a Claim in Class 8, and you should complete the Ballot for Class 8.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Claim in Class 9, votes to:

☐ **Accept the Plan**

☐ **Reject the Plan**

☐ **Elect the Convenience Class Option**

☐ **Decline the Convenience Class Option**

(CONTINUED ON REVERSE SIDE)

Date: _____

Signature: _____

Print or type name: _____

PLEASE MAIL OR FAX YOUR BALLOT TO THE FOLLOWING VOTING AGENT PROMPTLY!

Fax: National Airlines, Inc. Attn: Shawn Shearer (702) 944-2755	<u>U.S. Mail, Overnight Delivery or Courier:</u> National Airlines, Inc. Attn: Shawn Shearer 6020 Spencer Street Las Vegas, Nevada 89119-2934
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Questions regarding this Ballot or the voting procedures should be directed to Sean T. Cork, Esq. at (602) 528-4000.

EXHIBIT "I"

Craig D. Hansen, Esq. (AZ Bar No. 007405)
Thomas J. Salerno, Esq. (AZ Bar No. 07492)
Sean T. Cork, Esq. (CA Bar No. 211963)
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Local Counsel for NATIONAL AIRLINES, INC.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA**

In re:

NATIONAL AIRLINES, INC., a Delaware
corporation,

Debtor.

In Proceedings under Chapter 11

Case No. 00-19258-LBR

Honorable Linda B. Riegler

**NOTICE OF DEADLINE FOR CASTING VOTES TO ACCEPT OR
REJECT PLAN OF REORGANIZATION AND HEARING TO CONSIDER
CONFIRMATION OF PLAN**

PLEASE TAKE NOTICE that:

On November 9, 2001, National Airlines, Inc., debtor and debtor-in-possession in the above captioned Chapter 11 case ("National" or the "Debtor") filed its 'Plan of Reorganization of the Debtor under Chapter 11 of the Bankruptcy Code,' which was subsequently amended by the Debtor's 'First Amended Plan of Reorganization of the Debtor under Chapter 11 of the Bankruptcy Code,' dated December 4, 2001 (as amended, modified or otherwise supplemented, the "Plan"). On November 9, 2001, the Debtor filed a related Disclosure Statement (as amended, modified or otherwise supplemented, the "Disclosure Statement").

After a hearing (the "Disclosure Statement Hearing") held on December 3, 2001 and December 4, 2001, the Court entered an Order approving the Disclosure Statement (the "Disclosure Statement Order") and an Order approving certain procedures regarding the solicitation and tabulation of votes on the Plan (the "Solicitation Procedures Order"), in accordance with which you are receiving a copy of the Disclosure Statement and the Plan and certain materials (including a Ballot) relating to the solicitation of creditors' votes to accept or reject the Plan.

The commencement of the initial hearing to consider confirmation of the Plan (the "Confirmation Hearing") will be held before the Honorable Linda B. Riegler in the United States Bankruptcy Court, 300 Las Vegas Boulevard South, Room 2130, Las Vegas, Nevada 89101 on **December 28, 2001** at 9:30 a.m., Pacific Standard Time. Counsel for creditors and other parties in interest may appear telephonically at the December 28, 2001 Confirmation Hearing by dialing 1-800-807-4005 and entering the following access code: 1234567 (Note: it will not be necessary to dial "*" when prompted). Only counsel for creditors and other parties in interest may appear telephonically at the December 28, 2001 Confirmation Hearing.

If objections to confirmation of the Plan are filed in accordance with the Solicitation Procedures Order, the December 28, 2001 Confirmation Hearing will be used as a status conference with respect to matters relating to confirmation of the Plan and a continued Confirmation Hearing will be held on **January 15, 2001** at 9:30 a.m., Pacific Standard Time, before the Honorable Linda B. Riegler in the United States Bankruptcy Court, 300 Las Vegas Boulevard South, Room 2130, Las Vegas, Nevada 89101.

If no objection to confirmation of the Plan has been filed in accordance with the Solicitation Procedures Order, the Bankruptcy Court may consider confirmation of the Plan at the December 28, 2001 Confirmation Hearing.

If you are the owner of a claim against the Debtor as of December 4, 2001 (the "Record Date"), you have received with this Notice a Ballot form and voting instructions appropriate for your claim. In order for your vote to accept or reject the Plan to be counted, you must complete all required information on the Ballot, sign the Ballot, and return the completed Ballot to the address indicated on the Ballot by 4:00 p.m., Pacific Standard Time, on **December 27, 2001**. Any failure to follow the voting instructions included with the Ballot may disqualify your Ballot and your vote.

Objections, if any, to the confirmation of the Plan and the settlement contained therein must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection or proposed modification; and (d) be filed, together with proof of service, with the Court and served so that they are received by counsel to the Debtor and counsel to the Unsecured Creditors' Committee indicated below no later than 4:00 p.m., PST, on **December 27, 2001**:

Counsel for the Debtor:

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SQUIRE, SANDERS & DEMPSEY L.L.P.
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Counsel for the Unsecured Creditors' Committee:

Blaine Bates
HAYNES & BOONE, LLP
1000 Louisiana Street, Suite 4300
Houston, Texas 77002-5012
Telephone: (713) 547-2000
Facsimile: (713) 547-2600

The Confirmation Hearing may be continued from time to time without further notice other than the announcement of the adjourned date(s) at the Confirmation Hearing or any continued hearing.

Dated: December 7, 2001
Las Vegas, Nevada

SQUIRE SANDERS & DEMPSEY, L.L.P.
Two Renaissance Square
40 North Central Avenue, Suite 2700
Phoenix, Arizona 85004
Tel: (602) 528-4000

By: _____
Craig D. Hansen
Thomas J. Salerno
Sean T. Cork
Attorneys for the Debtor